

RECORDATION NO. 13294-1425-A

OCT 27 1981 -11 45 AM

NORTH AMERICAN CAR CORPORATION  
INTERSTATE COMMERCE COMMISSION

NORTH AMERICAN CAR CORPORATION  
33 West Monroe  
Chicago, IL U.S.A. 60603  
Telephone 312.853.5000  
Telex #255222

RECORDATION NO. 13294-B

OCT 27 1981 -11 45 AM

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 13294

OCT 27 1981 -11 45 AM

INTERSTATE COMMERCE COMMISSION

1-300A143

October 20, 1981

No. 1  
Date OCT 27 1981  
Fee \$90.00

ICC Washington, D. C.

Re: Filing of 1) Lease of Railroad Equipment ("Lease") dated as of June 11, 1981 between North American Railcar Partners, Ltd. 1981-I ("Partners"), as Lessor, and North American Car Corporation ("NAC"), as Lessee, and 2) Rider No.s 1, 2, 3 and 4 to the Lease, all dated as of June 11, 1981.

Dear Secretary:

Enclosed for recording under 49 U.S.C. §11303 are executed counterparts of 1) the Lease and 2) 4 Riders thereto numbered 1 through 4, inclusive. The address of both Partners and NAC is 33 W. Monroe, Suite 2400, Chicago, IL 60603.

Under the Lease, Partners leases to NAC those railcars, which are to be described in riders from time to time executed by Partners and NAC, for the term, at the rental rate, and subject to such other provisions identified in the rider applicable to such railcar. Rider No.s 1, 2, 3 and 4 describe railcars subject to the Lease.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$90 as a recording fee for the Lease (\$50) and the 4 Riders (\$10 each). Pursuant to the Commission's rules and regulations for the recording of certain documents, you are hereby requested to duly file a counterpart of the Lease for record in your office; then file one counterpart of each Rider under the recordation number given the Lease (No. 1 first, then No. 2, No. 3 and finally No. 4); and to return the remaining counterparts, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

Sincerely,

NORTH AMERICAN CAR CORPORATION

By

Edward H. Soderstrom II  
Secretary

EHS/wm

RIDER NUMBER 1 TO LEASE AGREEMENT  
DATED JUNE 11, 1981

RECORDATION NO. 13294-A  
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INTERSTATE COMMERCE COMMISSION

RIDER NUMBER 1, "Rider" dated as of June 11, 1981, to the LEASE OF RAILROAD EQUIPMENT, dated as of June 11, 1981, (the "Lease"), between NORTH AMERICAN CAR CORPORATION, a Delaware corporation (the "Lessee"), and NORTH AMERICAN RAILCAR PARTNERS, LTD. 1981-I, an Illinois limited partnership (the "Lessor").

The Units described herein shall be subject to the terms and conditions of the Lease and this Rider during the term of use and for the rental set forth below:

| <u>Number<br/>of Units</u> | <u>Type of Unit<br/>and Unit Number</u>  | <u>Monthly Lease<br/>Rental Per Unit</u> |
|----------------------------|--|--|
| Forty-two                  | 4,750 cubic foot capacity hopper cars,<br>lined, for shipment of Potash (NAHX<br>50900, 50903, 50911, 50916, 50918,<br>50924, 50929, 50936, 50940, 50945,<br>50948, 50950, 50952, 50961, 50979,<br>52801, 52804, 52816, 52818, 52830,<br>52834, 52838, 52847, 52849, 52850,<br>52855, 52857, 52863, 52870, 52872,<br>52875, 52880, 52883, 52896, 52899,<br>52902, 52909, 52913, 52916, 52917,<br>52919, 52920) | \$259.00                                 |

The term of use of the Unit hereinabove described shall commence on June 11, 1981, and shall continue (subject to the following paragraph) up to and including July 15, 1982 or the date of arrival at the delivery point indicated by Lessor.

It is understood that this is a split lease, the use and possession of the cars being shared with another lessee (the "Other Lessee"). Lessee agrees to notify Lessor of the delivery of the cars empty to the Other Lessee not earlier than July 1 and not later than July 15 in each year during the term hereof at the Other Lessee's loading point, cleaning facility or other mutually agreed point designated by notice given by the Other Lessee to Lessee prior to June 1 in each year. During the use and possession of the cars by the Other Lessee, this Rider shall be of no effect until the cars are returned to Lessee. The Other Lessee has agreed to return the cars not earlier than January 1 and not later than January 15 of each year.

IN WITNESS WHEREOF, the parties hereto have caused this Rider to be executed in their respective corporate names by officers

thereunto duly authorized, and their respective corporate seals to be affixed and duly attested, all as of the date first above written.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION  
("Lessee")

By

J. H. Hannon  
Title Vice Pres.

Attest:

By

W. J. H. Hannon  
Title Asst. Secy

(CORPORATE SEAL)

NORTH AMERICAN RAILCAR PARTNERS,  
LTD., 1981-I, an Illinois limited  
partnership ("Lessor")

By NAC RAILCAR INVESTORS, INC.  
Its general partner

By

W. J. H. Hannon  
Title Vice Pres.

Attest:

By

W. J. H. Hannon  
Title Secy

STATE OF ILLINOIS     )  
                              ) SS.  
COUNTY OF COOK        )

On this 11th day of June, 1981 before me personally appeared John A. Harrison and Edward H. Soderstrom II to me personally known, who being by me duly sworn says that they are, respectively, the Vice President and Assistant Secretary of NORTH AMERICAN CAR CORPORATION, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Delora A. Kelly  
Notary Public

My Commission Expires: My Commission Expires Feb. 23, 1983

STATE OF ILLINOIS     )  
                              ) SS.  
COUNTY OF COOK        )

On this 11th day of June, 1981 before me personally appeared Roger A. Noback and Edward H. Soderstrom II to me personally known, who being by me duly sworn says that they are, respectively, the Vice President and Secretary of NAC RAILCAR INVESTORS, INC., a Delaware corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of NORTH AMERICAN RAILCAR PARTNERS, LTD. 1981-I by said corporation, as general partner thereof, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Delora A. Kelly  
Notary Public

My Commission Expires: My Commission Expires Feb. 23, 1983